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8 *Proposed Special Regulatory Counsel for Debtors
9 and Debtors in Possession*

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- Affects PG&E Corporation
□ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

* *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF JANET LODUCA IN
SUPPORT OF APPLICATION OF
DEBTORS PURSUANT TO 11 U.S.C. §
327(A) AND FED. R. BANKR. P. 2014(A)
AND 2016 FOR AUTHORITY TO
RETAIN AND EMPLOY MORRISON &
FOERSTER LLP AS SPECIAL
REGULATORY COUNSEL FOR THE
DEBTORS EFFECTIVE AS OF THE
PETITION DATE**

Date: June 12, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: June 5, 2019

4:00 p.m. (Pacific Time)

1 Pursuant 28 U.S.C. § 1746, I, Janet Loduca, hereby declare as follows:

2 I am the Senior Vice President and Interim General Counsel of PG&E Corporation
3 (“**PG&E Corp.**”). In my current role, I am responsible for supervising outside counsel and
4 monitoring and managing legal fees and expenses.

5 On January 29, 2019 (the “**Petition Date**”), PG&E Corp. and Pacific Gas and Electric
6 Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the
7 “**Debtors**”) each commenced with this Court a voluntary case under chapter 11 of title 11 of the
8 United States Code (the “**Bankruptcy Code**”). I submit this Declaration pursuant to section
9 327(e) of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and
10 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and the Local
11 Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of California
12 (the “**Local Bankruptcy Rules**”) in support of the *Application of Debtors Pursuant to 11 U.S.C.*
13 *§ 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Morrison &*
14 *Foerster LLP as Special Regulatory Counsel for the Debtors Effective as of the Petition Date*
15 (the “**Application**”),¹ filed contemporaneously herewith.

16 This Declaration is provided pursuant to Paragraph D.2 of the *U.S. Trustee Guidelines for*
17 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.*
18 *C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**Fee**
19 **Guidelines**”). Except as otherwise indicated herein, the facts set forth in this Declaration are
20 based upon my personal knowledge, information provided to me by the Debtors’ employees or
21 advisors, or my opinion based upon knowledge and experience as Senior Vice President and
22 Interim General Counsel. I am authorized to submit this Declaration on behalf of the Debtors.

23 Since January 2018, Morrison & Foerster has advised the Debtors in connection with
24 certain ongoing governmental investigations (collectively, the “**Special Counsel Matters**”),
25 including the California Public Utility Commission’s investigation into the Debtors’ involvement
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27 _____
28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed
to them in the Application.

1 with recent wildfires in Northern California. As a result of its prepetition representation of the
2 Debtors, Morrison & Foerster has acquired familiarity with the Debtors' operations generally, as
3 well as in-depth knowledge of the facts and circumstances specific to the Special Counsel
4 Matters.

5 Morrison & Foerster has confirmed to me that the Firm does not vary its billing rates or
6 the material terms of an engagement depending on whether such engagement is a bankruptcy or a
7 non-bankruptcy engagement. Morrison & Foerster has advised me that its current customary U.S.
8 hourly rates are \$750.00 to \$1,500.00 for partners and counsel, \$510.00 to \$850.00 for associates,
9 and \$255.00 to \$460.00 for paraprofessionals. As set forth in the Application, Morrison &
10 Foerster has agreed to provide the Debtors with billing rate and volume discounts for the work it
11 performs in connection with the Special Counsel Matters. It is my understanding that Morrison &
12 Foerster reviews and adjusts its billing rates annually, typically on or around January 1st of each
13 year. Morrison & Foerster has advised me that it will inform the Debtors of any adjustment to its
14 existing rate structure.

15 I am informed by Morrison & Foerster that its attorneys' billing rates are aligned each
16 year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that
17 there is any disparity in such rates, however, I nevertheless believe that Morrison & Foerster's
18 retention by the Debtors is warranted in these cases for the reasons set forth in the Application.

19 I understand that Morrison & Foerster's fees and expenses will be subject to periodic
20 review on a monthly, interim, and final basis during the pendency of these Chapter 11 Cases by,
21 among other parties, a fee examiner or fee committee (if appointed), the Office of the United
22 States Trustee and the Debtors, and in accordance with the terms of the Bankruptcy Code, the
23 Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court governing the
24 procedures for approval of interim compensation of professionals retained in these Chapter 11
25 Cases.

26 As Senior Vice President and Interim General Counsel, I supervise and manage legal fees
27 and expenses incurred by the Debtors' outside counsel. Either I or a senior lawyer in our legal
28 department reviews the Debtors' outside counsel invoices and authorizes all legal fees and

1 expenses prior to the payment of such fees to outside counsel. In so doing, I assure that all
2 requested fees and expenses are reasonable and correspond with necessary or beneficial services
3 rendered on behalf of the Debtors and their estates. The aforementioned review and approval
4 process does not differ when the Debtors employ outside counsel for non-bankruptcy matters.
5 Moreover, Morrison & Foerster has informed me that the Debtors will be provided with the
6 opportunity to review all invoices and request adjustments to such invoices to the extent that the
7 Debtors determine that such adjustments are necessary and appropriate, which requests will be
8 carefully considered by Morrison & Foerster.

9 I declare under penalty of perjury that, to the best of my knowledge and after reasonable
10 inquiry, the foregoing is true and correct.

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13 Dated: May 22, 2019



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15 Janet Loduca
16 Senior Vice President & Interim General Counsel
17 PG&E Corporation
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